

***GREENBRIER***  
**MANAGEMENT SERVICES**

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

July 15, 2011

RECORDED 29797-A

JUL 15 2011

SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Full Service Railcar Lease dated as of June 27, 2011 and effective July 1, 2010 for Schedule No. 2 dated as of June 27, 2011 and effective July 1, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Full Service Railcar Lease dated as of March 16, 2011 and effective June 1, 2010, which was duly filed and recorded on May 31, 2011 and assigned Recordation Number 29797.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

One hundred thirty-five (135) 4,520 cubic foot capacity aluminum coal gondola railcars, bearing BNBX marks, and numbered as more particularly set forth in the schedule attached to the document.

Section Chief  
Surface Transportation Board  
July 15, 2011  
Page 2

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease dated as of June 27, 2011 and effective July 1, 2010 for Schedule No. 2.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with a large initial "S" and "G".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

MEMORANDUM OF FULL SERVICE RAILCAR LEASE JUL 20 '11 -11 40 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 27<sup>th</sup> day of June, 2011, and effective as of July 1, 2010, to that certain Master Full Service Railcar Lease and Schedule No. 2 thereto dated as of June 27, 2011 and effective as of July 1, 2010, is between WL ROSS-GREENBRIER RAIL LLC, a Delaware limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of March 16, 2011 and effective as of June 1, 2010, and that certain Schedule No. 2 thereto dated as of June 27, 2011 and effective as of July 1, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.


This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

WL ROSS-GREENBRIER RAIL I LLC

By:   
Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

BNSF RAILWAY COMPANY

By:   
Title: AVP Carload Equipment

## EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred thirty-five (135)	4,520 cubic foot capacity aluminum coal gondolas	As per Addendum A.1 attached hereto

### **Addendum A.1 to Exhibit A**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
BNBX	1006	BNBX	1071	BNBX	1189	BNBX	1285	BNBX	1378
BNBX	1007	BNBX	1073	BNBX	1190	BNBX	1287	BNBX	1379
BNBX	1008	BNBX	1077	BNBX	1194	BNBX	1288	BNBX	1384
BNBX	1011	BNBX	1078	BNBX	1195	BNBX	1291	BNBX	1385
BNBX	1013	BNBX	1084	BNBX	1198	BNBX	1293	BNBX	1395
BNBX	1017	BNBX	1090	BNBX	1200	BNBX	1294	BNBX	1397
BNBX	1018	BNBX	1094	BNBX	1205	BNBX	1297	BNBX	1398
BNBX	1020	BNBX	1095	BNBX	1207	BNBX	1300	BNBX	1405
BNBX	1021	BNBX	1099	BNBX	1211	BNBX	1303	BNBX	1407
BNBX	1022	BNBX	1100	BNBX	1212	BNBX	1304	BNBX	1408
BNBX	1025	BNBX	1103	BNBX	1213	BNBX	1307	BNBX	1410
BNBX	1030	BNBX	1104	BNBX	1214	BNBX	1314	BNBX	1411
BNBX	1034	BNBX	1114	BNBX	1217	BNBX	1318	BNBX	1416
BNBX	1041	BNBX	1118	BNBX	1218	BNBX	1322	BNBX	1418
BNBX	1042	BNBX	1122	BNBX	1233	BNBX	1325	BNBX	1421
BNBX	1044	BNBX	1142	BNBX	1238	BNBX	1327	BNBX	1422
BNBX	1048	BNBX	1145	BNBX	1242	BNBX	1333	BNBX	1424
BNBX	1051	BNBX	1147	BNBX	1248	BNBX	1334	BNBX	1427
BNBX	1052	BNBX	1155	BNBX	1252	BNBX	1339	BNBX	1430
BNBX	1054	BNBX	1156	BNBX	1259	BNBX	1343	BNBX	1431
BNBX	1056	BNBX	1168	BNBX	1264	BNBX	1349	BNBX	1432
BNBX	1063	BNBX	1170	BNBX	1265	BNBX	1351	BNBX	1433
BNBX	1064	BNBX	1173	BNBX	1269	BNBX	1352	BNBX	1436
BNBX	1065	BNBX	1174	BNBX	1276	BNBX	1356	BNBX	1439
BNBX	1067	BNBX	1183	BNBX	1277	BNBX	1361	BNBX	1440
BNBX	1068	BNBX	1185	BNBX	1278	BNBX	1362	BNBX	1441
BNBX	1069	BNBX	1187	BNBX	1282	BNBX	1366	BNBX	1442